

**ARTICLES OF INCORPORATION  
OF  
WESTGATE HOMEOWNERS' ASSOCIATION, INC.**

I, the undersigned, natural person, of the age of eighteen (18) years or more, a citizen of the State of Texas, acting as incorporator of the corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

**ARTICLE I**

The name of the corporation is Westgate Homeowners' Association, Inc., hereafter referred to as "Association".

**ARTICLE II**

The corporation is a non-profit corporation, and shall have all the powers and duties specified in and allowable under the Texas Non-Profit Corporation Act. No part of the assets or net earnings of this corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article IV below. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c)(4) of the Internal Revenue Code or corresponding section of any future federal tax code.

**ARTICLE III**

The period of this corporation's duration is perpetual.

**ARTICLE IV**

The purposes for which this corporation are formed are:

- (a) To promote the welfare of the residents and for the enforcement of the Covenants, Conditions, Restrictions and Easements of Westgate Subdivision, a subdivision located in Harris County, Texas, as described under Film Code No. 416134 and Film Code No. 416140 in the plat Records of Harris County, Texas or any other subsequent plats theretofore filed affecting such subdivision or annexed. In order to carry out such general purposes, the corporation shall have the general power to:
  - (1) Fix assessments (or charges) to be levied against Tracts, Lots, Building Sites, and Home sites and establish services without the obligation to be provided for the benefit of the Members;

- (2) Enforce any and all covenants, conditions, restrictions and agreements applicable to the Property;
  - (3) Insofar as permitted by law, these Articles of Incorporation, the By-Laws, the Declaration or any other dedicatory instruments, to do any other thing of a similar nature that will promote the common benefit and enjoyment of the Owners of the Property, as authorized by the Articles of Incorporation, By-Laws, Declaration, any other dedicatory instrument or permitted by law.
- (b) Without limiting the foregoing statement of purposes and powers, the corporation shall have the power to:
- (1) Cause to be kept a complete record of all its receipts and disbursement hereunder and maintain a statement thereof and a summary of the major activities on an annual basis;
  - (2) Supervise all agents and employees of the Association hereunder and to see that their duties are properly performed;
  - (3) Fix, levy and collect the amount of the assessments and other charges to be levied against each Tract, Lot, and Homesite;
  - (4) Send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment;
  - (5) Buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the corporation, which shall include the power to foreclose its lien on any property subject to the Declaration by judicial or non-judicial means;
  - (6) Procure and maintain adequate liability insurance upon the Board of Directors, its agents and employees, and insurance as deemed appropriate by the Board Of Directors on Association assets or any other proper purpose;
  - (7) Exercise all powers reasonably necessary to effectuate the purposes of this corporation;
  - (8) Manage, control, operate, maintain, preserve, repair and improve the Common Areas, Limited Common Areas and any Property subsequently acquired by the corporation, or any property owned by another for which the corporation, by rule, regulation, declaration, or contract, has a right or duty to provide such services;

- (9) Borrow money for any purposes subject to such limitations as may be contained in the dedicatory instruments;
- (10) Enter into, make, perform and enforce contracts of every kind and description, and to do all other acts necessary, appropriate or advisable in carrying out any purpose of the Association;
- (11) Provide or contract for services benefitting the Property including without limitation or obligation, garbage removal and any and all supplemental municipal services as may be necessary or desirable;
- (12) Contract with other associations, organizations, or groups to provide for the maintenance of property adjacent or adjoining the Property;
- (13) Spend money for the improvement or maintenance of property in the vicinity of the Property subject to the Declaration, or adjacent or adjoining such property;
- (14) Suspend the rights of any owner, their guest or tenants to vote or use the Common Areas.

The foregoing enumeration of powers shall, except where otherwise expressed, be in no way limited or restricted by any reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent powers.

This corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation as set forth above in Paragraphs (a) and (b) of this Article IV. This corporation is organized pursuant to the Texas Non-Profit Corporation Act and does not contemplate pecuniary gain or profit to the members thereof and is organized for non-profit purposes and nothing contained in the foregoing statement of purpose shall be construed to authorize this corporation to carry on any activity for the profit of its members, or to distribute any gains, profits or dividends to its members as such.

## ARTICLE V

The corporation shall be a membership corporation without certificates or shares of stock. All Owners, by virtue of their ownership of a Tract, Lot or Homesite in Westgate subject to the Declaration, are Members of the Association. The Members shall be divided into classes and entitled to vote in accordance with the provisions contained in the By-Laws and the Declaration.

## ARTICLE VI

The mailing address of the initial registered office of the corporation is 7066 Lakeview Haven Drive, Suite 131, Houston, Texas 77095 and the name of the initial registered agent at such address is Anthony L. Levinson.

## ARTICLE VII

The business and affairs of the corporation shall be conducted, managed and controlled by a Board of Directors. The Board may delegate such operating authority to such companies, individuals or committees as it, in its discretion, may determine. The Board shall consist of three (3) members. The initial Board of Directors shall consist of the following three (3) individuals and shall serve an initial term until January 1, 2010:

NAME	ADDRESS
Anthony L. Levinson	7066 Lakeview Haven Drive, Suite 131 Houston, Texas 77095
Randall Thompson	7066 Lakeview Haven Drive, Suite 131 Houston, Texas 77095
Eric Grimshaw	7066 Lakeview Haven Drive, Suite 131 Houston, Texas 77095

## ARTICLE VIII

To the fullest extent permitted by Texas Statutes, as the same exist or as they may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits broader limitation than permitted prior to such amendment), a director of the corporation shall not be liable to the corporation for monetary damages for an act or omission while acting in the director's capacity as a director. Any amendment of these Articles of Incorporation shall be prospective only and shall not adversely offset any limitation on the personal liability of a director of the corporation existing at the time of such repeal or amendment.

## ARTICLE IX

The corporation may be dissolved only as provided in the By-Laws and the laws of the State of Texas.

**ARTICLE X**

The name and street address of the incorporator is:

<b>NAME</b>	<b>ADDRESS</b>
Anthony L. Levinson	7066 Lakeview Haven Drive, Suite 131 Houston, Texas 77095

**ARTICLE XI**

In case of the resignation, death, failure, incapacity, removal or refusal to serve of any of the said initial directors prior to the end of the initial term, the remaining directors may appoint a substitute director or directors to serve the remainder of said initial term. The judgment of the directors, whether the directors are the initial directors or substitute directors in the expenditure of funds of the corporation shall be final and conclusive, so long as such judgment is exercised in good faith.

**ARTICLE XII**

The By-Laws of this corporation shall be adopted by the Board of Directors of this Corporation and shall thereafter be amended or altered by a majority vote of the Board of Directors of this corporation.

**ARTICLE XIII**

All capitalized terms used in these Article of Incorporation shall be defined in the same manner as defined in the Declaration, which definitions are incorporated herein by this reference.

IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State of Texas, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 9<sup>th</sup> day of June, 1999.

Anthony L. Levinson  
ANTHONY L. LEVINSON